

RECORDATION NO. 15101-D FILED

FEB 1 '01 12-28 PM
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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Full Release and Termination of Security Agreement, dated as of January 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a full release and relates to the Lease, Assignment of Lease and other documents which were previously filed with the Commission under Recordation Number 15101.

The names and addresses of the parties to the enclosed document are:

Secured Party: First Union National Bank
(successor in interest to
The Philadelphia National Bank)
Two First Union Center
Charlotte, NC 28288

[Borrower: Helm Financial Corporation]

A description of the railroad equipment covered by the enclosed schedule is:

All railroad equipment previously covered by the Lease, Security Agreement and documents related thereto

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Full Release by First Union National Bank (successor in interest to the Philadelphia National Bank), Secured Party, covering All railroad equipment previously covered by the Lease, Security Agreement and documents related thereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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**FULL RELEASE AND TERMINATION
OF
SECURITY AGREEMENT UNDER RECORDATION NO. 15101**

SURFACE TRANSPORTATION BOARD

THIS FULL RELEASE AND TERMINATION is made as of this 31st day of January, 2001, by The Philadelphia National Bank ("Lender").

WHEREAS, Helm Financial Corporation ("Helm") and Soo Line Railroad Company ("Soo") entered into that certain Lease of Railroad Equipment dated as of May 1, 1986, recorded on November 18, 1986, with the Surface Transportation Board (the successor to the Interstate Commerce Commission) under Recordation Number 15101;

WHEREAS, Lender and Helm entered into that certain Assignment of Lease, recorded on November 18, 1986, with the Surface Transportation Board under Recordation Number 15101-A;

WHEREAS, Lender and Helm entered into that certain Security Agreement dated as of July 14, 1986, recorded on November 18, 1986, with the Surface Transportation Board under Recordation Number 15101-B;

WHEREAS, Helm and Soo entered into that certain Consent and Agreement, recorded on November 18, 1986, with the Surface Transportation Board under Recordation Number 15101-C.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Lender hereby terminates, releases and discharges the aforesaid documents and all of its interest in and to all agreements and all railroad equipment covered by the aforesaid documents.

IN WITNESS WHEREOF, Lender has executed this Full Release and Termination as of the day, month and year first hereinabove written.

THE PHILADELPHIA NATIONAL BANK

By: Jane W. Workman

Name: JANE W. WORKMAN
 SENIOR VICE PRESIDENT

Title: _____

*First Union National Bank as successor
to CoreStates Bank, N.A. as successor
to The Philadelphia National Bank*

STATE OF North Carolina)

) S.S.

COUNTY OF Mecklenburg)

On January 30, 2001, before me, Susan B Foxett, personally appeared, Jane Workman, SE Vice President of THE PHILADELPHIA NATIONAL BANK,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be

the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Susan B Foxett
SIGNATURE OF THE NOTARY

[Notarial Seal]

Expiration - April 16, 2005